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LaSalle Bank National Association  
11

12 UNITED STATES DISTRICT COURT  
13 SOUTHERN DISTRICT OF CALIFORNIA  
14

15 LASALLE BANK NATIONAL  
16 ASSOCIATION,

17 Plaintiff,

18 v.

19 COMAIR ROTRON, INC.;  
20 THERMAFLO, INC.; and COMAIR  
PARENT CORP.,

21 Defendants.  
22

Case No. 08-cv-1387 DMS (POR)

Assigned to Hon. Dana M. Sabraw

**STIPULATED ORDER  
APPOINTING A RECEIVER**

23  
24 BEFORE THE COURT is Plaintiff LaSalle Bank National Association's  
25 ("LaSalle") Motion for the Appointment Receiver (the "Motion") against the  
26 Defendants Comair Rotron, Inc. ("Comair Rotron"), Thermaflo, Inc. ("Thermaflo"),  
27 and Comair Parent Corp. ("Comair Parent"); due and proper notice of the Motion  
28 having been provided to all parties entitled thereto; the Parties having each agreed to

1 the entry of this Stipulated Order, and this Court otherwise being fully advised in the  
2 premises.

3 IT IS HEREBY ORDERED:

4 1. Joel B. Weinberg of Insolvency Services Group, Inc., 17401 Ventura  
5 Boulevard, Suited B-21, Encino California, 91316 is appointed as Receiver over all  
6 collateral pledged to LaSalle by Comair Rotron, Thermaflo and Comair Parent  
7 pursuant to the Loan Documents as alleged in the Complaint (collectively, the  
8 “Collateral”).

9 2. The Receiver and the receivership which this Court is creating is  
10 subject to, and shall be, administered according to Federal Rule of Civil Procedure  
11 66, the Local Civil Rule of the United States District Court for the Southern District  
12 of California 66.1 (“Local Rule 66.1”), and 28 U.S.C. § 959.

13 3. The Receiver’s appointment herein shall be effective immediately upon  
14 the execution and entry of this order and the acceptance of the receiver filed with the  
15 Court. The Receiver shall provide his written acceptance and oath to perform  
16 faithfully the duties reposed in him by the Court under this Order and shall identify  
17 a primary contact for the Court and the parties’ convenience.

18 4. The Receiver shall provide no bond at this time, but the Court reserves  
19 the right to require security.

20 5. The Receiver’s responsibilities shall run to the Court. The Receiver  
21 shall take immediate, complete and exclusive control, custody and possession of all  
22 of the Collateral. The Receiver shall faithfully and punctually manage the Collateral  
23 and any ancillary business affairs involving the Collateral using standard, customary  
24 and prudent business practices. The Receiver shall be empowered to make day-to-  
25 day decisions in the management and operation of the Collateral, to promote the  
26 Collateral, and shall have the authority to take such other actions as are necessary,  
27 reasonable and prudent to preserve, operate, and manage the Collateral. The  
28 Receiver shall be authorized to market the Collateral for sale, and to sell same as the

1 Receiver deems appropriate, subject to and conditioned upon the approval of the  
2 Court after application to the Court and notice to all parties.

3         6.       The officers, directors, employees, representatives and agents of  
4 Defendants, and their respective agents, assignees, successors, representatives, and  
5 all personnel acting under or in concert with them, shall turn over to the Receiver all  
6 of the Collateral, wherever located, and in whatever mode maintained, including all  
7 information contained on computers and any and all software related thereto, and all  
8 codes and passwords related thereto, as well as all banking records, statements and  
9 canceled checks from any and all accounts in which Petitioner had an interest or was  
10 a signatory.

11         7.       Pursuant to Local Rule 66.1, no further hearing is necessary to confirm  
12 the Receiver's appointment because this Order is stipulated by Defendants. The  
13 Defendants shall provide the Receiver within five days of this order, a list of the  
14 Defendants' creditors and their addresses.

15         8.       The Receiver shall have the power to employ an attorney, an  
16 accountant, and such employees, consultants, and staff as may be reasonably  
17 necessary to conduct the duties and business required by the Receiver under this  
18 Order. The wages, costs, expenses and fees incurred by the Receiver shall be paid  
19 as an expense from the assets managed and collected by the Receiver upon the  
20 approval of the Court after application to the Court and notice to all parties.

21         9.       Within thirty days of this Order, the Receiver shall file with the court  
22 the report required by Local Rule 66.1.

23         10.      For good cause shown, the Receiver may be removed at any time by  
24 Order of the Court.

25         IT IS SO ORDERED.

26         Dated: 7-31-08  
27  
28

  
FOR HONORABLE DANA M. SABRAW  
JUDGE OF THE U.S. DISTRICT COURT

1 AGREED AS TO FORM:

2 LASALLE BANK NATIONAL  
3 ASSOCIATION

COMAIR ROTRON, INC.,  
THERMAFLO, INC. AND COMAIR  
PARENT, CORP.

4  
5 /s/ Derrick Talerico  
(one of its attorneys)

/s/ James P. Hill  
(one of its attorneys)

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